

RECORDATION NO. 23391-5  
FILED

MAR 22 '10 -10 20 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

March 22, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release Cession, dated as of March 22, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment (Cession) as supplemented previously filed with the Board under Recordation Numbers 23391-B and 23391-F.

The names and addresses of the parties to the enclosed document are:

|                              |  |
|------------------------------|--|
| Owner Trustee/<br>US Lessor. | Wilmington Trust Company<br>Rodney Square North<br>1100 North Market Street<br>Wilmington, DE 19890  |
| Lessee:                      | National Railroad Passenger Corporation<br>60 Massachusetts Avenue, N.E.<br>Washington, D.C. 20002   |
| Indenture Trustee:           | Manufacturers and Traders Trust Company (as<br>successor in interest to Allfirst Bank)<br>25 South Charles Street<br>Baltimore, Maryland 21202 |

Section Chief  
March 22, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

1 locomotive, AMTK 661; two (2) power cars, AMTK 2035 and 2039; one  
(1) first class car, AMTK 3219; three (3) coach cars, AMTK 3542, 3544  
and 3547; one (1) bistro car, AMTK 3307; and one (1) end coach car,  
AMTK 3415.

A short summary of the document to appear in the index is:

Termination and Release Cession.

Also enclosed is a check in the amount of \$41.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/sem  
Enclosures

MAR 22 '10 -10 20 AM

TERMINATION AND RELEASE  
CESSION

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of March 22, 2010 (this "Termination") is between (i) NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak"), (ii) WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("US Lessor") (in its individual capacity "Trust Company") under that certain Trust Agreement (Amtrak Trust HS-EDC-3) dated as of November 1, 2000 between the Owner Participant named therein ("Owner Participant") and Trust Company, and (iii) MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation, as successor in interest to Allfirst Bank, as indenture trustee ("Indenture Trustee") under that certain Trust Indenture and Security Agreement (Amtrak Trust HS-EDC-3), dated as of November 1, 2000, between Indenture Trustee and US Lessor.

## WITNESSETH:

WHEREAS, SNC Fintrack Sirocco ("Lessor") and Amtrak have entered into (i) that certain Crédit-Bail Agreement, dated September 25, 2000, (ii) that certain Lease Supplement dated January 31, 2001, and (iii) that certain Lease Supplement dated March 5, 2001 (collectively, as amended, supplemented and modified, the "Lease") pursuant to which Lessor leased the railcars described on Annex A hereto (the "Units") to Amtrak;

WHEREAS, Amtrak, US Lessor and Indenture Trustee have entered into (i) that certain Assignment (Cession), dated as of February 28, 2001, which was filed and recorded on February 28, 2001 at 9:18 a.m. and has been assigned Recordation Number 23391-B with the Surface Transportation Board and (ii) that certain Assignment (Cession), dated as of March 21, 2001, which was filed and recorded on March 21, 2001 at 11:20 a.m. with the Surface Transportation Board and has been assigned Recordation Number 23391-F (together, subsections (i) and (ii), the "Cession");

WHEREAS, pursuant to the Trust Indenture, US Lessor granted, bargained, sold, assigned, transferred, conveyed, mortgaged, pledged and confirmed to Indenture Trustee a security interest in and a mortgage lien on all estate, right, title and interest of US Lessor in, to and under the Cession as security for certain obligations;

WHEREAS, pursuant to the Omnibus Amendment and Termination Agreement, dated as of March 22, 2010, among Amtrak, Lessor, US Lessor, Indenture Trustee and the other parties thereto, the Lease was terminated and all right, title and interest of Lessor in and to the Units was transferred to US Lessor; and

WHEREAS, on the date hereof, Amtrak, US Lessor and Indenture Trustee have made arrangements satisfactory to each of them to terminate the Cession.

NOW, THEREFORE, Amtrak, US Lessor and Indenture Trustee agree as follows:

Section 1. Termination of the Cession and Release of the Units. The Cession is hereby terminated, and all right, title and interest of US Lessor in and to the Units arising from and through the Cession are hereby terminated and released.

Section 2. Further Assurances. US Lessor and Indenture Trustee hereby agree to execute and deliver to Amtrak, at Amtrak's expense, such additional instruments, notices, or releases as Amtrak may reasonably request to effectuate the foregoing provisions of this Termination.

Section 3. Representations and Warranties. Each of Amtrak, US Lessor and Indenture Trustee represents and warrants that this Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. US Lessor has full authority to terminate and release all of its right, title and interest in and to the Cession and to the Units, as provided herein.

Section 4. Counterparts. This Termination may be executed in counterparts and all such executed counterparts shall constitute one and the same agreement.

*[Remainder of Page Intentionally Blank]*

IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination to be duly executed by its duly authorized representative as of the day and year first above written.

NATIONAL RAILROAD PASSENGER  
CORPORATION


By: Dale M. Stein  
Name: Dale M. Stein ®  
Title: Treasurer

WILMINGTON TRUST COMPANY,  
not in its individual capacity, except as  
otherwise expressly provided, but solely as  
Owner Trustee


By: \_\_\_\_\_

Name:

Title:

  
Robert J. Perkins  
Vice President

MANUFACTURERS AND TRADERS TRUST  
COMPANY,  
as Indenture Trustee

By:   
Name: Artis Cummings  
Title: Banking Officer

ACKNOWLEDGED AND AGREED:

EXPORT DEVELOPMENT CANADA

By:

Name:

TALAL M. KATROUZ

Title:

ASSET MANAGER

By:

Name:

Trevor Mulligan

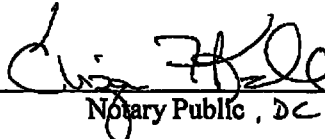
Title:

Asset Manager



DISTRICT OF COLUMBIA )  
 ) ss  
 )

On this 17 day of MARCH, 2010, before me personally appeared DALE M. STEIN, to me personally known, who being by me duly sworn, says that he/she is the TREASURER of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

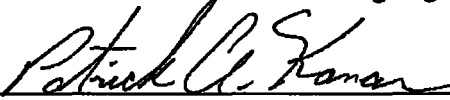
  
\_\_\_\_\_  
Notary Public, DC

*My Commission Expires  
July 31, 2014*

My Commission Expires: \_\_\_\_\_

STATE OF DELAWARE                     )  
   ) SS.:  
COUNTY OF NEW CASTLE             )

On this 8 day of March, 2010, before me personally appeared Robert J. Perkins to me personally known, who, by me being duly sworn, says that he/she is Vice President of WILMINGTON TRUST COMPANY, that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

PATRICK A. KANAR  
My commission expires: Notary Public - State of Delaware  
My Comm. Expires April 1, 2010

STATE OF MARYLAND                    )  
  ) ss.:  
CITY OF BALTIMORE                    )

On this \_\_\_\_ day of March, 2010, before me personally appeared Artis Cummings, to me personally known, who, being by me duly sworn, says that she is a Banking Officer of MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation, that said instrument was signed on behalf of said Banking Officer by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Deborah K. Bailey  
Notary Public

My Commission Expires: April 1, 2010

**DESCRIPTION OF UNITS**

| <b>Description</b>  | <b>Amtrak Equipment<br/>Numbers</b> |
|---|-------------------------------------|
| One (1) Dual-Cab, High Horsepower<br>Electric Locomotive, manufactured<br>by Bombardier Corporation and<br>Alstom Transportation Inc. | AMTK 661                            |
| High Speed Trainset Number 9, manufactured by Bombardier<br>Corporation and Alstom Transportation Inc., consisting of:                |                                     |
| Two (2) Power Cars  | AMTK 2039<br>AMTK 2035              |
| One (1) First Class Car   | AMTK 3219                           |
| Three (3) Coach Cars  | AMTK 3544<br>AMTK 3542<br>AMTK 3547 |
| One (1) Bistro Car  | AMTK 3307                           |
| One (1) End Coach Car   | AMTK 3415                           |

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated: 3/22/10



Robert W Alvord